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UNDER REVIEW

BOARD OF DIRECTORS – GENERAL

Revision Date: 01/17/2007
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Policies & Procedures

Position Specific Bylaws Reference:

Article VI – Board of Directors

Policy: The Board of Directors is composed of the Officers, Immediate Past President, Speaker of the House, Regional Directors, and the Executive Director who is a non-voting member with voice.

Bylaws Reference: Article VI – Board of Directors, Section 1 - Membership

Policy: The Board of Directors shall represent the National Society for Histotechnology with full power and authority over administrative affairs of the NSH.

Bylaws Reference: Article VI – Section 2 - Duties

Policy: The Board of Directors shall be subject to the orders of, and shall not act in conflict with direction given by, the National Society for Histotechnology membership through the House of Delegates.

Bylaws Reference: Article VI – Section 2 - Duties

Policy: The Board of Directors shall have an Executive Committee consisting of the elected Officers, Immediate Past President and Speaker of the House of Delegates to handle matters requiring a rapid decision or strict confidentiality.

Procedure:

<i>Performed by</i>	<i>Task</i>
NSH Member or Employee	Notify the President or another member of the EC of a matter requiring a rapid decision or strict confidentiality.
President or Any Two Members of the EC	If the reported matter is deemed within the scope of the EC convene a meeting.
EC	Discuss, investigate, and determine course of action.

Bylaws Reference: Article VII – Executive Committee

Policy: The presiding officer of the Executive Committee shall submit written minutes to the full Board of Directors within seven (7) days of any action taken.

Procedure:

<i>Performed by</i>	<i>Task</i>
Secretary	<ol style="list-style-type: none"> 1. Take minutes of the EC Meeting include date/time issue was discussed, a short rationale as to why the matter was handled by the EC instead of the full BOD, and actions of the EC (i.e., the motions, their makers, whether adopted or fails, resulting action to be taken, and who will take the actions). 2. Minutes are sent to the President (presiding officer) for approval before distribution to the entire BOD.
Presiding Officer	Approve the minutes as written and direct the Secretary to distribute to the entire BOD within seven (7) days.

Bylaws Reference: Article VII – Executive Committee, Section 3 - Meetings

Policy: The Board of Directors shall have the option of obtaining appropriate membership lists, to assist with the work of Board of Directors, on either paper or electronically.

Relevant Motions:

Board of Directors – October 20, 1997 – Columbus, OH

Motion The NSH Board of Directors and committee chairpersons have the option of obtaining the appropriate membership lists on either paper or diskette. The list on diskette will be provided only for IBM compatible computers.

Policy: Members of the Board of Directors who have official NSH correspondence outside of NSH, using NSH letterhead, shall have the President review and approve it before mailing.

Relevant Motions:

Post Board of Directors – October 8, 1993 – Philadelphia, PA

Motion All Official Correspondence outside of NSH, using NSH letterhead, be sent to the NSH President for review and approval before mailing.

Policy: The Board of Directors shall set the time and place of the annual NSH Symposium/Convention.

Procedure:

<i>Performed by</i>	<i>Task</i>
Meeting Manager	<ol style="list-style-type: none"> 1. Review list of possible sites for the S/C considering the ability of the sites to accommodate the meeting, location, and cost. 2. Complete site visits of the most likely sites. 3. Prepare recommendations for the BOD Meeting.
BOD	<ol style="list-style-type: none"> 1. Review the recommendations. 2. Discuss concerns prior to the vote. 3. Vote on the recommendation.
Meeting Manager	Contact the selected site and begin negotiating the contract.

Relevant Motions:

Board of Directors – October 20, 1997 – Columbus, OH

Motion NSH select a ten year plan for future sites. Exact locations for year 2004-2008 to be researched and determined by the 1998 board meeting for final approval of sites selected. *(Currently, NSH isn't planning ten years in the future.)*

Board of Directors – October 20, 1985 – Crystal City, VA

Motion Each year the BOD select the definite site (from at least two provided by the Convention Committee) for the S/C for 5 years in advance and approve or disapprove projected sites (provided by the Convention Committee) for the 6th year from the current S/C. *The Meeting Manager is now responsible for the site visits and presentation to the Board. (Board of Directors, Symposium/Convention)*

Policy: The Board of Directors shall develop and maintain the Strategic Plan for NSH.

Relevant Motions:

House of Delegates – October 4, 1994 – Nashville, TN

Motion The HOD adopts the Strategic Planning goals 2-3-4 as passed by the BOD. *(House of Delegates, Board of Directors)*

House of Delegates – September 18, 1992 – Monterey, CA

Motion The HOD accepts this Strategic Plan as presented. *Strategic Plan was developed by the Board of Directors with a recommendation of acceptance. (House of Delegates)*

Policy: The Board of Directors shall receive and take action upon all matters initiated by the House of Delegates.

Procedure:

<i>Performed by</i>	<i>Task</i>
Speaker	Submit to the BOD Secretary and President agenda items referred by the HOD
BOD Secretary	Ensure agenda item(s) is (are) on a BOD agenda.
BOD	Discuss and take action on agenda item.
President	Assign appropriate individuals to complete the task.
BOD Secretary	Report action(s) of the BOD at the General Membership Meeting and HOD.

Relevant Motions:

Board of Directors – October 4, 1994 – Nashville, TN

Motion Provision be made for an interim Board of Directors Meeting by Teleconference when needed.

Policy: Any member of the Board of Directors who fails to perform their official duties shall have expense reimbursements denied for that day, at the discretion of the President and Treasurer.

Relevant Motions:

Post Board of Directors – September 14, 1990 – San Antonio, TX

Motion Expense reimbursement be denied for any Officer, Regional Director, Appointment, or Committee Chair who has been funded to the S/C for any day in which they fail to perform their official duties. This at the discretion of the President and Treasurer. *(Symposium/Convention)*

Policy: The Board of Directors shall submit NSH expenses in a timely manner to the NSH Office.

1. NSH travel expenses within 30-days of completion.
2. Other expenses no later than December 30 of year incurred.

Procedure:

<i>Performed by</i>	<i>Task</i>
BOD	Submit appropriate expense form with documentation of expenses to the Executive Director.
Executive Director	<ol style="list-style-type: none"> 1. Review the expense form for accuracy, making appropriate corrections. 2. If payment is due, forward expense form to the Treasurer for payment. 3. If refund was made to NSH, deposit the check in the NSH bank account and notify the Treasurer.
Treasurer	<ol style="list-style-type: none"> 1. Record the expenses in the appropriate account. 2. Prepare and send reimbursement check, if appropriate.

Relevant Motions:

Board of Directors – October 11, 1988 – Louisville, KY

Motion Persons funded by NSH to attend meetings be required to submit expense forms within thirty days to be eligible for future advance funding from the Society.

Board of Directors – October 26, 1980 – Atlanta, GA

Motion The fiscal year be changed to Jan. 1 to Dec. 31. *For expenses to be allocated to the appropriate fiscal year, they need to be received by the NSH Office within a week of the year end.*

Policy: The Board of Directors shall provide an annual archive computer file of any NSH materials pertaining to performance of their NSH duties to the NSH Office.

Relevant Motions:

Board of Directors – September 24, 2001 – Charlotte, NC

Motion All NSH officers, region directors, committee chairpersons and appointments will provide an annual archive computer file of any NSH materials pertaining to performance of their NSH duties to the NSH National office. *(Regional directors, NSH Office)*

Policy: The Board of Directors shall employ an Executive Director.

Procedure:

<i>Performed by</i>	<i>Task</i>
President	Create a special committee entitled Executive Director Selection Committee. The committee membership shall include the President and Speaker.
Executive Director Selection Committee, Executive Director (at President's request)	<ol style="list-style-type: none"> 1. Prepare and submit employment opportunity announcements to appropriate publications. 2. Review the applications and select the top three or four candidates for an interview. 3. Interview the candidates and select the top two candidates for possible hire.
Executive Director Selection Committee	Submit an agenda item to the BOD identifying the top two candidates and supporting information about each. The motion will include compensation and start date; negotiation will begin with the top candidate. In the event negotiations with the first candidate are not successful, compensation and start date negotiations will begin with the second candidate.
BOD	Discuss the issue and vote.
President	<ol style="list-style-type: none"> 1. Once acceptable negotiations are completed, offers the position to the candidate. 2. Announce hiring of the Executive Director in <i>NSH in Action</i> and on the web site. 3. Dissolve the Executive Director Selection Committee upon the successful hire of the Executive Director.

Bylaws Reference: Article VI – Board of Directors, Section 2 - Duties

Policy: The Board of Directors shall appoint editors, provide for the publication of, and determine editorial policies regarding the *Journal of Histotechnology* and *NSH In Action*.

Procedure:

<i>Performed by</i>	<i>Task</i>
President	<ol style="list-style-type: none"> 1. Contact potential editors for <i>NSH in Action</i> and the <i>JOH</i>. Give them the NSH PD and NSH P&P for the respective position. 2. Submit the names for approval by the BOD.
BOD	Discuss and vote on the recommendations.
President	Notify prospective candidate(s) of the Board decision.
BOD, Editors	<ol style="list-style-type: none"> 1. Work together to set policies for the respective publication. 2. Submit proposed policies for approval.
BOD	Discuss and vote on the proposed policies.
Secretary	<p>Include approved policies in the NSH P&P under the appropriate section.</p> <ol style="list-style-type: none"> a. Appointments – Editor, <i>JOH</i> b. Appointments – Editor, <i>NSH in Action</i>

Bylaws Reference: Article VI – Board of Directors, Section 2 - Duties

Relevant Motions:

Board of Directors – September 15, 1983 – Anaheim, CA

Motion The NSH Secretary develops a policy/procedure manual. (*Policies & Procedures*)

Policy: The Board of Directors shall provide for an audit of the Society’s accounts and properties.

Procedure:

1. Audit of Accounts

<i>Performed by</i>	<i>Task</i>
BOD	Approves changes of the accounting firm that performs the annual audit of NSH accounts.
President and Secretary	Signs contract with the approved accounting firm.
Treasurer	Submits financial reports to the approved accounting firm for an annual audit.
Executive Director	Submits additional information needed by the auditor.
Accounting firm	1. Reviews financial reports and prepares an audit report with recommendations. Audit shall be completed in sufficient time for approval during the BOD Meeting and to pay taxes without penalty. 2. Sends 25 copies of the report to the NSH Office.
Treasurer	Distributes the audit report to the BOD and Budget and Finance Chair for review and approval.
BOD	Review report and takes action.
Executive Director	After BOD approval, files a copy in the archives.

Bylaws Reference:

Article II – Officers, Section 3 – Duties, D. Treasurer

2. Audit of Properties

<i>Performed by</i>	<i>Task</i>
Executive Director	1. Requests from the BOD, Committee & Sub-committee Chairs, and Appointments verification of NSH properties in their possession. 2. Updates the inventory as equipment is purchased or leased. a. Date purchased or retired b. Reason items are retired
BOD, Committee Chairs, Sub-committee Chairs, Appointments	Respond to the request by the Executive Director with the condition of items in possession.
Executive Director	Update the list of properties based on comments.

Bylaws Reference:

Article II – Officers, Section 3 – Duties, C. Secretary

Policy: The Board of Directors shall turn over all records and property related to the office, to their successor within thirty (30) days, being fully cognizant that these are the property of NSH and not of the individual.

Procedure:

<i>Performed by</i>	<i>Task</i>
Officer-outgoing, Regional Director-outgoing, Speaker - outgoing	<ol style="list-style-type: none"> 1. Review and retire records over four (4) years old if they have no direct bearing on the officials duties. 2. Retired records are sent to the Office for final disposition. 3. After the close of S/C or upon acceptance of resignation from the position, gather all records and property. Ship to the successor.
Regional Director-outgoing	Records for intra-region affairs should provide: <ol style="list-style-type: none"> 1. An account of the Regional Director’s revenue and expenses. 2. Records of each year’s region meeting to include revenue, expenses, program, attendee count, etc. 3. Minutes of the Regional Director/Presidents Council 4. Correspondence with Constituent Society Presidents.
Officer-incoming, Regional Director – incoming, Speaker - incoming	<ol style="list-style-type: none"> 1. Send acknowledgement of receipt of records and property as soon as possible. 2. If records and property are not received in thirty (30) days, contact the outgoing BOD member and remind them of the policy. 3. If records are not received, contact the President.
President	If a BOD member does not receive records, contact the outgoing BOD member of the policy and the importance of forwarding records.

Bylaws Reference:

Article II – Officers, Section 5 – Term of Office

Article VIII – Regions, Section 2 – Regional Directors, C.

Policy: Members of the Board of Directors, other than the Secretary and President, who desires to resign from their position, shall submit a written letter of resignation to the Secretary.

Procedure:

<i>Performed by</i>	<i>Task</i>
BOD other than Secretary and President	Send a written letter of resignation to the Secretary with a copy to the President.
Secretary	Contact the President to make sure a copy was received.

<i>Performed by</i>	<i>Task</i>
President	<ol style="list-style-type: none"> 1. Officers - With approval of the BOD, appoint a qualified member to serve the remainder of the term. 2. Regional Directors – Notify the Speaker and Nominations-Election Chair of the resignation so a special election can be conducted to replace the regional director. However if the resignation occurs after regularly schedules elections have occurred, and a new regional director has been elected, the newly elected regional director will fill the vacancy for the completion of the unexpired term.

Bylaws Reference:

Article II – Officers, Section 7 – Resignation

Article VI – Board of Directors, Section 6 - Vacancies

Policy: The Secretary who desires to resign from their position shall submit a written letter of resignation to the President.

Procedure:

<i>Performed by</i>	<i>Task</i>
Secretary	Send a written letter of resignation to the President.
President	With approval of the BOD, appoint a qualified member to serve the remainder of the term.

Bylaws Reference: Article II – Officers, Section 7 – Resignation

Since the Secretary is the officer resigning, the written notification should go to the President.

Policy: The President who desires to resign from their position shall submit a written letter of resignation to the Secretary and Vice President.

Procedure:

<i>Performed by</i>	<i>Task</i>
President	Send a written letter of resignation to the Secretary and Vice President.
Secretary	Contact the Vice President to make sure a copy was received.
Vice President	Assume duties of President and appoint, with the approval of the BOD, a qualified member to serve the remainder of the term of Vice President.

Bylaws Reference:

Article II – Officers, Section 7 – Resignation

Article II – Officers, Section 6 - Vacancies

Responsibilities & Procedures

Responsibility: The Board of Directors shall acquire a working knowledge of and act in compliance with the NSH Bylaws and HOD House Rules.

Responsibility: The Board of Directors shall submit agenda items to the Board of Directors and/or House of Delegates related to the administrative affairs of the NSH.

Responsibility: The Board of Directors shall submit a proposed position budget, with justifications for any changes from the preliminary budget, when requested by the Budget and Finance Chair.

Procedure:

<i>Performed by</i>	<i>Task</i>
Budget and Finance Chair	<ol style="list-style-type: none"> 1. Review expenditures for the previous two (2) years and prepare a preliminary budget. 2. Send the appropriate preliminary budget sections to the BOD, committee chairs, appointments, HOD Secretary, Executive Director, Meeting Manager, and Budget and Finance Committee members. In the cover letter, indicate the deadline for comments and request suggestions for developing sources of revenue.
BOD, Committee Chairs, Appointments, HOD Secretary, Executive Director, Meeting Manager, Budget and Finance Committee	<ol style="list-style-type: none"> 1. Review the preliminary budget taking into account projected expenditures/revenue for the coming year. 2. Return comments to the Budget and Finance Chair by the deadline

Responsibility: The Board of Directors shall review the entire proposed budget before passing the NSH Budget.

Procedure:

<i>Performed by</i>	<i>Task</i>
Budget and Finance Chair	<ol style="list-style-type: none"> 1. After receiving comments, prepare a proposed budget. If there are questions, contact the individual who submitted the comment. 2. Send the proposed budget to the Secretary, to include in the BOD agenda when it is mailed to the BOD.
BOD (incumbent and incoming)	Review the proposed budget and be prepared to present items of concern or interest during the BOD Budget Review. The entire budget will not be reviewed line-by-line.

<i>Performed by</i>	<i>Task</i>
Budget and Finance Chair	<ol style="list-style-type: none"> 1. If changes are made during the BOD Budget Review, prepare and copy the amended proposed budget for the Budget and Finance Committee Meeting. 2. If the Budget and Finance Committee recommends additional changes, make the adjustments and be prepared to present them before the budget approval. 3. Prepare sixteen (16) copies of the final proposed budget for the BOD Meeting and give them to the Secretary. 4. Attend the BOD and Post-BOD making amendments to the proposed budget based on action of the BOD. Comment on actions when needed regarding budget issues.
BOD	Review the final proposed budget before approval.

Responsibility: The Board of Directors shall submit a semi-annual report and an annual report when requested by the President.

Responsibility: The Board of Directors shall submit articles to Editor, *NSH In Action* updating the membership on NSH activities.

Responsibility: During the NSH Symposium/Convention, the Board of Directors shall be involved in the convention aspect of the meeting by attending the following mandatory meetings and functions:

1. Regional Directors/Presidents Council – Only the Regional Director, Vice President, Secretary
2. BOD Budget Meeting
3. Region Meeting
4. First Time Attendee Function
5. Culling & International Lectures
6. Strategic Planning Workshop
7. NSH Awards Banquet
8. Board of Directors Meeting
9. General Membership Meeting
10. House of Delegates
11. Post Board of Directors Meeting

Responsibility: During the NSH Symposium/Convention, the Board of Directors shall represent NSH and keep a reasonable amount of time available for the general membership.

Responsibility: The Board of Directors shall make recommendations to the NSH members by reporting activities during the NSH Symposium/Convention at the:

1. General Membership Meeting
2. House of Delegates

Procedure: The Secretary shall present actions of the BOD during the General Membership and present actions needing membership approval at the House of Delegates.

Responsibility: Upon completion of term, Board of Directors shall review the NSH Position Descriptions and NSH Policies & Procedures Manual, send revisions to the Secretary, and the Board of Directors will approve revisions.

Procedure:

<i>Performed by</i>	<i>Task</i>
BOD	<ol style="list-style-type: none"> 1. Review the NSH PD and NSH P&P 2. If appropriate, submit revisions to the Secretary.
Secretary	<ol style="list-style-type: none"> 1. Make appropriate revisions keeping in mind: <ol style="list-style-type: none"> a. NSH PD – States general information about responsibilities of the position and qualifications. b. NSH P&P – States specific information about responsibilities and, if appropriate, how they are carried out. 2. Send revised NSH PD and NSH P&P to submitting individuals for review. 3. Prepare an agenda item of proposed revisions for the BOD.
BOD	Discuss and take action on the agenda item.
Secretary	Submit BOD approved NSH P&P revisions to the HOD for review and approval.
HOD	Review policy changes and vote.
Secretary	<ol style="list-style-type: none"> 1. Replace existing documents with approved documents. 2. Distribute revised documents to individuals affected by the revisions.

Responsibility: Upon completion of the term of office, Board of Directors members shall provide a running log of issues and actions that have recurring effects, are not completed, and a reference of where to find details concerning these issues and/or actions.

Responsibility: The Board of Directors shall perform duties requested by the House of Delegates.

Responsibility: The Board of Directors, with the exception of the President, shall perform duties requested by the President.

General Information

The Board of Directors is composed of the Officers, Speaker of the House of Delegates, Regional Directors, and the Executive Director who sits without vote.

Bylaws Reference: Article VI – Board of Directors, Section 1 - Membership

The Board shall set the time and place of Annual Meeting (*NSH Symposium/Convention*), make recommendations to the Society, receive and take action upon all matters initiated by the House, employ an Executive Director, appoint editors, provide for the publication of, and determine editorial policies regarding journals and periodicals of the Society; provide for an audit of the Society's accounts and properties, report its activities to the House of Delegates and the general membership, and represent the Society with full power and authority over administrative affairs of the Society. The Board shall be subject to the orders of, and shall not act in conflict with the direction given by, the Society membership.

Bylaws Reference: Article VI – Board of Directors, section 2 - Duties

A gallery made up of committee chairpersons, appointments, and interested members will usually be present during the Board of Directors Meeting.

Motions made and seconded by individuals on the Board of Directors are not necessarily the view of that individual. Motions are made in the interest of placing the subject on the table for discussion. Any member wishing to present a motion may do so through members of the BOD.

Board of Directors Agenda Items are to be sent to the President or Secretary during the course of the year or upon the President's call for agenda items. Those items received after the deadline (usually two months before the Annual Meeting – to allow for preparation and distribution of the agenda) will be introduced as additional items and will not appear on the published agenda.

Any motion to be presented after the call for agenda items deadline is given to any BOD member with 25 copies of the proposed motion plus supporting documentation, and will be placed on the agenda by the secretary as additional items.

The 1994 Board of Directors approved a means of an interim board meeting via a conference call when needed.

Executive Committee Guidelines

The Executive Committee is empowered to convene for matter requiring a rapid decision or when sensitive matters may require strict confidentiality.

Matters requiring a rapid decision could include; however, not be limited to:

- Situations where the financial stability of the Society may be at risk such as:
 - The Symposium/Convention must be cancelled due to fire, terrorism, flood or other unforeseen event.
 - The NSH Office had to be closed or relocated due to fire, terrorism, flood or other unforeseen event.
 - A change in the stock market and/or the financial investor suggests changes in the NSH portfolio that are time sensitive.
- Circumstances that might place the Society's reputation at risk such as:
 - Errors made on election ballots that could result in an invalid election leave the Society without a functioning Board of Directors.
 - Defamatory or inaccurate articles written in non-NSH publications that require an immediate response from NSH.
- There is an opportunity to have input into federal legislative change affecting the field of Histotechnology.

Sensitive matters could include; however, not be limited to:

- Personal information about an employee that does not have a long term effect on their ability to perform their but does require knowledge of in order to approve a request that contravenes the employee guidelines.
- Personal information of an employee or member that is revealed during the investigation of an employee complaint or appeal.
- Accusations about an employee or member that until investigated and found valid should not be general knowledge.

Outcomes of actions conducted by the Executive Committee shall be reported to the Board of Directors in writing by the presiding officer within seven (7) days of any action taken. Specific details of the action taken may remain confidential to the Executive Committee.

A written record will be maintained of each action taken by the Executive Committee along with a short rationale as to why the Executive Committee was convened rather than the full Board of Directors.

Sample Board of Directors Agenda Form

Date: _____ Item No. _____

**NATIONAL SOCIETY FOR HISTOTECHNOLOGY
BOARD OF DIRECTORS
AGENDA ITEM**

SUBJECT: _____

SUBMITTED BY: _____

DISCUSSION ONLY: _____ MOTION: _____ PROJECTED COST: \$ _____

PROPOSAL (basic idea):

JUSTIFICATION: Rationale for proposed motion with projected costs and benefits, if approved. Please indicate major points to consider and attach all pertinent information to this proposal.

MOTION, if for action: I MOVE THAT _____

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